



## **Notice of the extra general meeting in Misen Energy AB (publ)**

The shareholders of Misen Energy AB (publ), reg. no. 556526-3968, (the "**Company**") are hereby invited to the extra general meeting to be held on Tuesday, 28 May 2024 at 9 a.m. at Baker McKenzie's office at Vasagatan 7 in Stockholm.

### **Right to attend the extra general meeting**

Shareholders who wish to participate in the general meeting must:

- i. on the record date, which is Monday 20 May 2024, be registered in the share register maintained by Euroclear Sweden AB; and
- ii. no later than on Wednesday 22 May 2024 notify the Company of their and any counsel's participation at the general meeting, by email to [info@misenergy.se](mailto:info@misenergy.se). Notice of attendance shall contain name, personal/corporate identity number, address and telephone number.

### **Nominee shares**

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB in order to be entitled to participate in the general meeting. Such registration, which normally is processed in a few days, must be completed no later than on Monday 20 May 2024 and should therefore be requested from the nominee well before this date. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Wednesday 22 May 2024 will be considered in preparations of the share register.

### **Proxy etc.**

Shareholders who are represented by proxy must issue a written and dated power of attorney for the proxy. If the power of attorney was issued by a legal entity, a certified copy of the registration certificate, or equivalent authorization document, showing that the persons who have signed the power of attorney are authorized signatories for the legal entity, must be attached to the power of attorney. The power of attorney must not be older than one year, however, the power of attorney may be older than one year if it appears that it is valid for a longer period, five years at most. A copy of the power of attorney and any proof of registration should, to facilitate entry at the meeting, be received by the Company by being sent well before the meeting to the Company by e-mail to the address stated above. The original power of attorney and proof of registration must also be presented at the meeting. A proxy form will be available on the Company's website, [www.misenenergy.se](http://www.misenenergy.se), and will also be sent to shareholders who so request and inform the Company of their e-mail or postal address.

Proxy voting form is enclosed to this press release and have been published today on the company's website at: [http://misenergy.se/en/main/corporate\\_governance/agm](http://misenergy.se/en/main/corporate_governance/agm).

### **Draft agenda**

1. Opening of the general meeting and election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to certify the minutes.
5. Determination of whether the general meeting has been duly convened.

6. Resolution regarding the approval of sale of all shares in the Company's subsidiary Misen Enterprises AB.
7. Closing of the general meeting.

## **Proposed resolutions**

### ***Item 1: Opening of the general meeting and election of chairman of the meeting***

The nomination committee proposes Carl Svernöv, attorney at law, at Baker McKenzie Advokatbyrå, as chairman of the extra general meeting or, in his absence, the person appointed by him.

### ***Item 6: Resolution regarding the approval of sale of all shares in the Company's subsidiary Misen Enterprises AB***

The board of directors of the Company proposes that the extra general meeting resolves to approve the sale of all shares in the Company's subsidiary Misen Enterprises AB, reg. no. 556809-6233 (the "**Subsidiary**") to Breakfast Language LLC in accordance with a signed share transfer agreement.

The purchase price for the shares in the Subsidiary (the "**Purchase Price**") amounts to EUR 3,000,000 and the share transfer agreement has been entered into on market terms with customary warranties. The share transfer has been negotiated on arms length with Breakfast Language LLC and is conditional on the general meetings approval. The board of directors considers that the Purchase Price is in line with market conditions.

The Company's operations has been carried out in its entirety in the Subsidiary. The sale of all shares in the Subsidiary means that there will therefore be no active operations within the group. The management's intention is, on the condition that the extra general meeting approves the board's resolution on sale, that the Company shall either: i) continue to conduct similar operations in a new subsidiary, ii) conduct new operations in a new subsidiary or iii) to delist and liquidate the Company. The Company expects to inform the market and the Company's shareholders about the Company's continued operations at the 2024 annual general meeting.

## **Number of shares and votes**

The total number of shares and votes in the Company on the date of this notice is 145,068,222. Each share represents one vote. The Company does not hold any own shares.

## **Other**

The complete proposals and other documents that shall be available in accordance with the Swedish Companies Act are available at least two weeks in advance of the meeting. All documents are available at the Company and at the Company's website [www.misenenergy.se](http://www.misenenergy.se), and will be sent to shareholders who request it and provide their e-mail or postal address.

The shareholders hereby notified regarding the right to, at the extra general meeting, request information from the board of directors and managing director according to Ch. 7 § 32 of the Swedish Companies Act.

## **Processing of personal data**

For information on how personal data is processed in relation the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, 7 May 2024

**Misen Energy AB (publ)**

The Board of Directors

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The company was founded in 2004 and its shares have been traded on Nasdaq First North Growth Market since June 2007. In 2011, Misen Energy AB (publ) acquired Misen Enterprises AB and its Ukrainian subsidiary, LLC Karpatygas, including the rights to 50.01% of the revenue and profit from a gas production project in Ukraine. Misen Energy AB (publ) acquired the rights to produce hydrocarbons under Joint Activity Agreement No.3 ("JAA No.3") between Misen Enterprises AB and LLC Karpatygas (together 50.01%) and JSC Ukrgasvydobuvannya (49.99%), a subsidiary of the NJSC Naftogaz of Ukraine. The purpose of the JAA No.3 was to significantly increase production of hydrocarbons by providing modern technologies via a large-scale investment program for the purposes of attainment of profits.

The JAA No.3 (as amended and restated) was terminated in June 2018. As a result, Misen Energy AB (publ) received compensation that reflected its share of the replacement costs of the equipment subject to the joint ownership under the JAA No.3. In March 2021, Misen Energy AB (publ) and Misen Enterprises AB initiated an investment arbitration against Ukraine (ICSID Case No. ARB/21/15) concerning Ukraine's breaches of the investor's rights resulting from the imposition of a 70% subsoil use charge.

The registered office of Misen Energy AB (publ) is in Stockholm. Misen Energy AB (publ) is listed on Nasdaq First North Growth Market and the Company adheres to the rules and regulations for First North. The Company's Certified Adviser is Carnegie Investment Bank AB (publ).

For further information, please visit our website [www.misenergy.se](http://www.misenergy.se).